

E TRADE FINANCIAL Corp
Form 4
February 11, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Audette Matthew J

(Last) (First) (Middle)

1271 AVENUE OF THE
AMERICAS, 14TH FLOOR

(Street)

NEW YORK, NY 10020-1302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
E TRADE FINANCIAL Corp
[ETFC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/09/2014		F	(A) or (D) 6,074 (1)	\$ 20.165 220,670	D	
Common Stock	02/10/2014		F	705 (2)	\$ 20.48 219,965	D	
Common Stock	02/10/2014		S	2,464 (3)	\$ 20.5845 217,501	D	
Common Stock	02/11/2014		S	286 (4)	\$ 20.851 217,215	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Audette Matthew J
1271 AVENUE OF THE AMERICAS
14TH FLOOR
NEW YORK, NY 10020-1302

EVP & Chief Financial Officer

Signatures

By: Karl A. Roessner For: Matthew J.
Audette

02/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-fourth of a grant of restricted stock originally made on February 9, 2012.
- (2) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-fourth of a grant of restricted stock originally made on February 10, 2011.
- (3) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on October 28, 2013, primarily for the payment of additional tax liability associated with the vesting of restricted stock on February 9, 2014.
- (4) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on October 28, 2013, primarily for the payment of additional tax liability associated with the vesting of restricted stock on February 10, 2014.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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